

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

October 17, 1994

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

RECORDATION NO. 18471A FILED 1425

OCT 19 1994 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

RE: Lease of Railroad Equipment dated as of October 11, 1993 ("**Lease**"),  
between Helm Financial Corporation and Southern Illinois Railcar Company.

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully executed originals of Amendment No. 1 dated August 1, 1994 to the Lease ("**Amendment No. 1**") between Helm Financial Corporation and Southern Illinois Railcar Company.

In connection with the recording of Amendment No. 1, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

Name and Address of Lessee: Southern Illinois Railcar Company  
One Mark Twain Plaza, Suite 225  
Edwardsville, IL 62025

Equipment: Fifty-two (52) covered hopper railcars (see Annex A.1. to Amendment No. 1 for Unit numbers)

Previous ICC Filing: Memorandum of Lease filed on November 15, 1993, Recordation No. 18471.

Please file Amendment No. 1 as a supplementary document. The filing fee of eighteen dollars (\$18.00) is included in the enclosed check.

Sincerely,

*Cecilia Mostaghim*

Cecilia Mostaghim  
Contract Administrator

/cm  
Enclosures (2)

# Interstate Commerce Commission

Washington, D.C. 20423

10/19/94

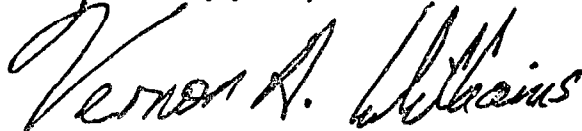
OFFICE OF THE SECRETARY

Cecilia Mostaghim  
Contract Administrator  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3:20PM at 10/19/94, and assigned recordation number(s). 18471-A, 18472-A, 19024 and 19025.

Sincerely yours,

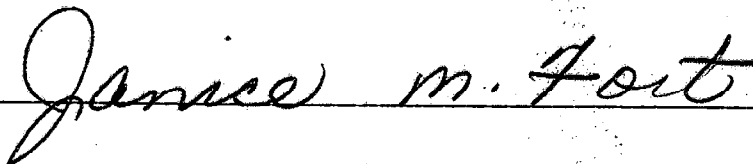


Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 72.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



OCT 19 1994 -3 20 PM

I.C.C. C O P Y

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1

**THIS AMENDMENT NO. 1** (the "**Amendment**") to the Lease of Railroad Equipment dated as of October 11, 1993 (the "**Lease**"), between **HELM FINANCIAL CORPORATION ("Lessor")** and **SOUTHERN ILLINOIS RAILCAR COMPANY ("Lessee")** is made as of August 1, 1994 between Lessor and Lessee.

**R E C I T A L S :**

- A. Lessor and Lessee entered into the Lease for fifty-five (55) covered hopper railcars more fully described in Annex A to the Lease (the "**Unit(s)**").
- B. Lessor delivered only fifty-two (52) of the Units to Lessee.
- C. Lessor and Lessee desire to amend the Lease to reflect the actual number of Units being leased to Lessee by Lessor.

**NOW, THEREFORE,** in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. Retroactive to October 11, 1993, in the first recital of the Lease, the word and number "fifty-five (55)" are hereby replaced by the word and number "fifty-two (52)."
- 4. Retroactive to October 11, 1993, Annex A to the Lease is replaced by Annex A.1. and all references to Annex A in the Lease shall be deemed to be Annex A.1.
- 5. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
- 6. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

*Om*

I.C.C. C O P Y

IN WITNESS THEREOF, each party, pursuant to due corporate authority, has caused this Amendment No. 1 dated as of August 1, 1994 to the Lease of Railroad Equipment dated as of October 11, 1993 to be executed by its authorized representative, and each of the undersigned hereto declare that the foregoing is true and correct and was executed on the date indicated below its signature.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

SOUTHERN ILLINOIS RAILCAR  
COMPANY

CMW  
By: 

By: 

Title: President

Title: VICE PRESIDENT

Date: 8/29/94

Date: 8/12/94

I.C.C. C O P Y

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On August 29, 1994, before me, LaRonda A. Gaines, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



LaRonda A. Gaines  
SIGNATURE OF THE NOTARY

STATE OF ILLINOIS )

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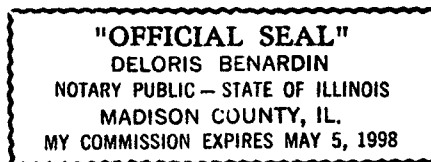
COUNTY OF MADISON )

On this 12<sup>th</sup> day of August, 1994, before me personally appeared Gary J. Goodman, to me personally known, who, being by me duly sworn says that he is Vice President of **SOUTHERN ILLINOIS RAILCAR COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deloris Benardin  
Notary Public

My Commission Expires: May 5, 1998

[Notarial Seal]



*CM*

I.C.C. C O P Y

ANNEX A.1.

to the Lease of Railroad Equipment between Helm Financial Corporation and Southern Illinois Railcar Company, dated as of October 11, 1993, as amended

Equipment Description:

Fifty-two (52), 100-ton, roller bearing, 4740 cubic foot, 3 pocket, covered hopper railcars equipped with twelve (12), 36" round hatches and gravity pneumatic gates suitable for the transport of grain products; manufactured by Pullman Standard in 1966.

Unit Numbers:

SIRX 474000-474051  
(inclusive)